

STATE OF ILLINOIS  
SECRETARY OF STATE  
SECURITIES DEPARTMENT

IN THE MATTER OF: JOSEPH A. CANTAFIO

File No. 0200657

TEMPORARY ORDER OF PROHIBITION

TO RESPONDENTS:        Joseph A. Cantafio  
                                 718 Concord Lane  
                                 Barrington, Il 60010

On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, who has been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein find:

1.     That Respondent Joseph A. Cantafio (hereinafter "Cantafio") at all relevant times herein was registered as a salesperson as an employee of firm Howe Barnes Investments, Inc. ("Howe Barnes"), until November 4, 1999; then in April 2000 Respondent applied for registration with One Financial Center Brokerage, Inc., a subsidiary of One Financial Center Inc. listing 718 Concord Lane, Barrington, Il 60010 as his residential address; but no U-5 was filed and the application terminated the same day.
2.     That One Financial Center, Inc., ("One Financial") was an Illinois corporation incorporated on December 7, 1998 and involuntarily dissolved on May 1, 2003 (hereinafter "One Financial"), which maintained a business address at 311 South Wacker Drive, Suite 1950, Chicago, Illinois 60606.
3.     That during September and October 1999, or thereabouts, Cantafio as a representative of One Financial, offered to sell at least one Illinois resident common shares of One Financial Center, Inc. Stock (par value .0001).
4.     That subsequent to the foregoing offering, One Financial through Cantafio its representative on October 28, 1999, sold to at least one Illinois resident more than six thousand shares of One Financial Center, Inc. Stock (par value .0001)
5.     That the activities described in paragraphs 3, and 4 above constitute the offer and sale of common stock and therefore a security as those terms are defined in

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Sections 2.1, 2.5, and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").

6. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in the State of Illinois.
7. That the One Financial securities discussed at paragraph 5 were not registered with the Secretary of State prior to the sale of the Illinois resident(s).
8. That Section 8 of the Act provides, inter alia, every Salesperson shall be registered as such with the Secretary of State; and, that subsection 8.C.(8) provides, inter alia, that any change which renders no longer accurate any information contained in any application for registration or re- registration shall be reported to the Secretary of State within 10 business days after the occurrence of such change.
9. That Respondent Cantafio never reported to the Secretary of State his additional affiliation and interim change of affiliation from Howe Barnes to One Financial during the period September – October 1999, or thereafter.
10. That Section 12.A of the Act provides, inter alia, that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
11. That Section 12.D of the Act provides, inter alia, that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.
12. That by virtue of the foregoing, Respondent Cantafio has violated Sections 12.A and 12.D of the Act.
13. That the aforementioned findings are based upon credible evidence.
14. That Section 11.F (2) of the Act provides, inter alia, that the Secretary of State may temporarily prohibit the offer or sale of securities by any person, without notice and prior hearing, if the Secretary of State shall deem it necessary to prevent an imminent violation of the Act or to prevent losses to investors that will occur as a result of prior violations of the Act.
15. That the entry of this Temporary Order prohibiting Respondents One Financial Center, Inc., its officers and directors, managers, employees, agents, affiliates, successors and assigns, and Joseph A. Cantafio, or his agents, affiliates, and employees, from offering or selling securities in the State of Illinois is in the public interest and for the protection of the investing public and is consistent with the purposes intended by the provisions of the Act.

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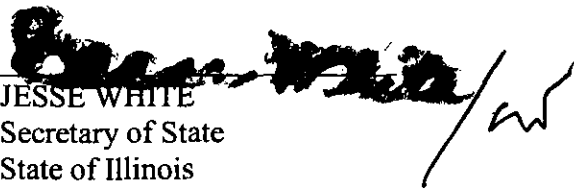
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NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents One Financial Center, Inc. and Joseph A. Cantafio, and each of them, are prohibited from offering or selling securities in or from this State until the further Order of the Secretary of State.

NOTICE is hereby given that Respondents may request a hearing on this matter by transmitting such request in writing to the Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry of the Temporary Order of Prohibition. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for sixty days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) CALENDAR DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND SHALL CONSTITUTE SUFFICIENT BASIS TO MAKE THIS TEMPORARY ORDER OF PROHIBITION FINAL.

Dated: This 30<sup>th</sup> day of December, 2004.

  
JESSE WHITE  
Secretary of State  
State of Illinois

Attorney for the Secretary of State:

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